

AMERICAN FOUNDATION FOR THE BLIND

(INCORPORATED)



*FIRST MEETING OF INCORPORATORS
CERTIFICATE OF INCORPORATION
BY - LAWS OF THE FOUNDATION*

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American Foundation For The Blind
(INCORPORATED)



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INTRODUCTORY NOTE

In addition to the data regarding the American Foundation for the Blind, in this reprint from Volume XV, No. 2, of the Outlook for the Blind, the following paragraph will serve to bring the history of the Foundation down to its First Annual Meeting, to be held toward the end of the present month, June 28th, 1922, at the School for the Blind, Austin, Texas.

The Trustees of the Foundation held their first meeting for the purpose of organization in the offices of the New York State Commission for the Blind, Hall of Records, Chambers St., New York City, on Monday, November 28th, 1921. The Trustees present were:

Mr. J. Robert Atkinson, Los Angeles, Cal.
Mr. Olin H. Burritt, Philadelphia, Pa.
Mr. Arthur E. Bostwick, St. Louis, Mo.
Mr. W. Howard Hamilton, Baltimore, Md.
Mr. Charles W. Lindsay, Montreal, Can.
Mr. Wm. Fellows Morgan, New York City
Mr. Herbert H. White, Hartford, Conn.
Mrs. Homer Gage, Worcester, Mass.

Miss Prudence Sherwin, Willoughby, O.
constituting a majority of the Board.

Mr. Burritt was unanimously chosen President of the Foundation, and accepted the office on condition that he would be relieved of duty as soon as the services of some one else with more leisure than himself to devote to the work could be secured. Upon the return from Europe in December of Mr. M. C. Migel, Mr. Burritt

took up with the Trustees the question of his election as President of the Foundation; and, accordingly, at a meeting of the Executive Committee of the Foundation, January 23rd, 1922, resigned the Presidency to take effect May 15th, 1922, and Mr. Migel was unanimously chosen in his stead as preeminently qualified to take over the work of the organization.

At the meeting of the Trustees, November 28th, 1921, Mr. W. Howard Hamilton, Baltimore, Md. was unanimously chosen Secretary, Mr. Herbert H. White, Hartford, Conn. Treasurer, and Mr. Randall J. Condon, Cincinnati, Ohio, Vice-President.

Mr. Lewis A. Carris, Washington, D. C., was elected Director-General of the Foundation subject to his release by the National Committee for the Prevention of Blindness. He was unable, however, to secure his release, and at a meeting of the Executive Committee of the Foundation, November 29th, 1921, Mr. H. Randolph Latimer, of Pittsburgh, Pa., was unanimously elected Director-General with the understanding that he desired to act in this capacity only until the proper person should be found to give his entire time to the work. It is confidently hoped that the services of such a person will be definitely secured by October next.

The chief efforts of the Director-General and the Trustees of the Foundation have been toward the raising of funds with which to get the work of the Foundation

under way, and to this end much thought has been given to the question of a proper subscription or membership blank. At a meeting of the Executive Committee, June 1st, 1922, the following form was duly authorized as likely to meet all requirements:

American Foundation for the Blind,
Mr. Herbert H. White, Treasurer,
Conn. Mutual Life Insurance Co., Hartford, Conn.

Please find enclosed check for \$, as a donation, or in payment of my membership dues for the current year.

(Affix (X) to indicate membership preferred.)

- () Donation \$
- () Sustaining member \$5.00 to \$25.00 per annum
- () Corporate member..... \$5.00 to \$25.00 per annum
- () Contributing member \$25.00 to \$100.00 per annum
- () Patron of the Foundation... \$100.00 or more per annum
- () Life member \$1,000.00 or more
- () Member in Perpetuity \$10,000.00 or more
- () All individuals actively engaged or officially connected with organizations in work for the Blind may become members upon the payment of \$2.00 per annum.

Name

Address.....
Number Street City State

Checks to be drawn to the order of the Treasurer.

Your subscription or donation may be deducted as a Contribution from all State and Federal Tax Reports.

The actual amount of money raised by the Foundation to date (June 15th, 1922) is \$11,111.05, and the total number of members actually enrolled is 206, almost all of whom we are proud to say, are persons engaged in work for the blind, though the ultimate success of the Foundation depends upon an absolute and overwhelming reversal of this situation. Apart from the solicitation for funds and members, the outstanding accomplishment of the Foundation to date is the guarantee which it has given that the valuable services rendered to the profession by the Outlook for the Blind shall be continued, an appropriation of \$500.00 having already been authorized to take care of the situation for the present year.

The Foundation has also taken over, in accordance with the provision made in its By-Laws, the financing of the Commission on Uniform Type for the Blind, which provides permanently for the necessary expert council and advice in connection with

embossing of books, etc., for the blind of America.

The present officers, executive committee and trustees of the Foundation June 15th, 1922, are as follows:

Mr. M. C. Migel, New York City, President
Mr. Randall J. Condon, Cincinnati, Ohio, Vice-President
Mr. W. Howard Hamilton, Baltimore, Md., Secretary
Mr. Herbert H. White, Hartford, Conn., Treasurer
Mr. H. Randolph Latimer, Director General

EXECUTIVE COMMITTEE

M. C. Migel, New York City
Olin H. Burritt, Philadelphia, Pa.
W. Howard Hamilton, Baltimore, Md.
Miss Prudence Sherwin, Willoughby, Ohio
Herbert H. White, Hartford, Conn.

BOARD OF TRUSTEES

J. Robert Atkinson, Los Angeles, Cal.
Arthur E. Bostwick, St. Louis, Mo.
Olin H. Burritt, Philadelphia, Pa.
Randall J. Condon, Cincinnati, Ohio

Mrs. Homer Gage, Worcester, Mass.
W. Howard Hamilton, Baltimore, Md.
Charles W. Lindsay, Montreal, Canada
M. C. Migel, New York, N. Y.

Wm Fellows Morgan, New York, N. Y.
Miss Prudence Sherwin, Willoughby, Ohio
Felix Warburg, New York, N. Y.
Herbert H. White, Hartford, Conn.



AMERICAN FOUNDATION FOR THE BLIND, INC.

Editor's Note: At the Ninth Biennial Convention of the American Association of Workers for the Blind, at Vinton, Iowa, June 28th, 1921, the following enabling resolution, authorizing the creation of the American Foundation, was adopted without a dissenting voice.

RESOLUTION

TO PROVIDE FOR THE INCORPORATION OF THE
AMERICAN FOUNDATION FOR THE BLIND,
FOR THE ENACTMENT OF ITS BY-
LAWS, AND FOR THE ELECTION
OF ITS FIRST BOARD
OF TRUSTEES.

WHEREAS, It is the sense of the American Association of Workers for the Blind, in convention assembled, that every interest of the blind and of the partially blind of America could be greatly subserved through the instrumentality of a properly constituted organization to co-operate with all existing agencies in work for the blind and the partially blind, and to do such other things as are not, or cannot be, done by the existing agencies;

WHEREAS, Such an organization should be representative in character, and its board of trustees should represent the various phases of work for the blind, and should include persons of influence interested, but not actually engaged, in work for the blind:

WHEREAS, The Executive Committee of this Association have given much serious thought to the question of a proper Constitution for such an organization;

WHEREAS, A Committee on Foundation, appointed by the President of this Association for the specific purpose, have made

public their findings, for the benefit and information of the members of this Association, concerning a draft of what they consider suitable Articles of Incorporation, and By-Laws for such an organization, and which draft has been carefully revised by the regularly appointed Committee of the Association.

Be it Resolved:

1. That this Association does hereby authorize Messrs. H. R. Latimer, Waldo Newcomer, and Chas. F. F. Campbell to act as its Committee on Incorporation, and to incorporate in accordance with the Articles of Incorporation hereinafter set forth;

2. That said Committee on Incorporation, in accepting the duty thus imposed upon them, agree, having accomplished the act of incorporation, to proceed immediately to the adoption of the By-Laws hereinafter set forth:

3. That said Committee on Incorporation, having accomplished the incorporation and enacted the By-Laws, agree to proceed immediately to elect the fifteen trustees hereinafter named as the First Board of Trustees of the organization;

4. That, having done all these several things in accordance with the will of the Association and in perfect good faith, said Committee on Incorporation shall turn over to the First Board of Trustees of the organization all minutes, and papers in any way relating to the organization, and shall itself thereupon cease to exist.



AMERICAN FOUNDATION FOR THE BLIND, INC. FIRST MEETING OF INCORPORATORS

Editor's Note: Owing to the inability of Mr. Waldo Newcomer, the President of the Board of Trustees of the Maryland School for the Blind, to serve as one of the three incorporators named in the above resolution, the President of the Association, Mr. H. Randolph Latimer, secured the serv-

ices of Mr. James H. Preston, ex-Mayor of Baltimore, to act in Mr. Newcomer's place.

Owing to the fact that the corporate law of the State of Delaware requires an annual election of directors, whereas the original draft of the Certificate of Incorporation of the American Foundation

provided for a biennial election of directors, it became necessary for the Committee on Incorporation to redraft both the Certificate of Incorporation and the By-Laws; which the Committee did without altering the spirit of the instrument.

The following are the minutes of the first meeting of the Incorporators, held the twenty-third of September, 1921, at Wilmington, Del.:

Pursuant to written call and waiver of notice the first meeting of the incorporators of the AMERICAN FOUNDATION FOR THE BLIND, INC., was held at 10:15 o'clock, A M., (Standard Time) on the twenty-third day of September, 1921, at the office of the Corporation Service Company, Wilmington, Delaware.

The following were present by proxy:

NAME	PROXY
H. Randolph Latimer	C. T. Cohee

Chas. F. F. Campbell	C. B. Outten
James H. Preston	S. L. Mackey

being all of the parties named in the Certificate of Incorporation or Charter of the Foundation.

C. T. Cohee was chosen chairman of the meeting and C. B. Outten was appointed secretary of the meeting.

The proxies were presented to the meeting and ordered filed among the Foundation's records.

The chairman then presented the Waiver of Notice of the first meeting signed by all of the parties named in the Certificate of Incorporation, which notice was read, and on motion duly made, seconded and carried was ordered to be entered in full in the minutes of the meeting, said notice being as follows:

WAIVER OF NOTICE FIRST MEETING OF INCORPORATORS OF AMERICAN FOUNDATION FOR THE BLIND, INC.

We, the undersigned, being all of the parties named in the Certificate of Incorporation of American Foundation for the Blind, Incorporated, incorporated under the laws of the State of Delaware and having its principal office in the State of Delaware with the Corporation Service Company at Wilmington, Delaware, do hereby waive notice of the time, place and purpose of the first meeting of said Corporation, and do fix the twenty-third day of September, 1921, at 10:15 o'clock in the forenoon as the time and the office of the Corporation Service Company in the City of Wilmington, State of Delaware, as the place of said first meeting of the Corporation.

And we do hereby waive all the requirements of the statutes of Delaware as to the notice of this meeting and the publication and service thereof and we do consent to the transaction of such business as may come before said meeting.

Dated the twenty-second day of September, 1921. (Signed),

H. RANDOLPH LATIMER,	[Seal.]
CHAS. F. F. CAMPBELL,	[Seal.]
JAMES H. PRESTON,	[Seal.]

The chairman then presented the Foundation's Certificate of Incorporation or Charter which had been filed in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds of New Castle County, Delaware.

The Certificate of Incorporation or Charter was then fully read to the meeting and on motion duly made, seconded and un-animously carried was accepted as the Certificate of Incorporation or Charter of the Foundation.

On motion duly made, seconded and carried, a copy of the Certificate of Incorporation or Charter of the Foundation was ordered spread in full upon the Foundation's records and is as follows:

CERTIFICATE OF INCORPORATION OF AMERICAN FOUNDATION FOR THE BLIND, INC.

I.

The name of the Corporation is: AMERICAN FOUNDATION FOR THE BLIND, INC.

II.

The principal office and place of business in the State of Delaware will be located in

the City of Wilmington, County of New Castle. The agent in charge thereof will be the Corporation Service Company, No. 602 Equitable Building, 901 Market Street.

III.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, to-wit:

(a.) To co-operate with existing agencies or such agencies as may hereafter be established in promoting all and every interest of the blind and the partially blind in America and to initiate movements for such purpose.

(b.) To endeavor to secure local, state, and federal legislation for the welfare of the blind and the partially blind.

(c.) To establish and maintain, with the necessary personnel and equipment, such bureaus and departments as may be required for its work.

(d.) To collect and receive donations for the general purposes of the Corporation and in any amount subject only to the limitations now or hereafter to be established by the law of the State of Delaware, and to accept donations on conditions designated by the donor and approved by the Corporation.

(e.) To hold, buy, sell, lease, mortgage, convey, develop, improve and deal in real estate within or without the State of Delaware and wherever situated; to own, buy, construct, improve, lease, remodel or reconstruct any buildings within or without the State of Delaware, and in particular, to buy, sell, construct, reconstruct, lease, remodel and improve any buildings within or without the State of Delaware for the purpose of carrying out or promoting any of the objects of the Corporation.

(f.) To have offices, conduct its business and perform its objects within and without the State of Delaware, in other States, the District of Columbia, the territories and colonies of the United States and in foreign countries without restrictions as to place or amount.

(g.) To do any or all of the things here-

in set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in company with others.

In General to do any and all things incident to the objects and purposes aforesaid, said Corporation being formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relating to corporations contained in the general laws of the State of Delaware.

IV.

The Corporation shall have no authorized capital stock whatever, it being in no sense organized as a corporation for profit, but for scientific, educational and philanthropic purposes, with the special purpose of aiding the blind and the partially blind of America and co-operating with any corporation, association, institution or individual engaged in improving the condition of the blind and the partially blind.

V.

The names and places of residence of each of the original incorporators (there being no capital stock) are as follows:

NAME—RESIDENCE

H. Randolph Latimer, The Guilford Apartments, S.W. Corner Guilford and North Avenues, Baltimore, Md.

James H. Preston, 920 North Charles Street, Baltimore, Md.

Charles F. F. Campbell, Cold Spring Road, Guilford, Baltimore, Md.

VI.

The existence of this Corporation is to be perpetual.

VII.

The private property of the Trustees, Officials or Members shall not be subject to the payment of corporate debts to any extent whatsoever.

VIII.

The Corporation shall be governed by a Board of fifteen Directors who shall be known as Trustees, and who shall be nominated and chosen as provided in the By-Laws, provided, however, that the first board be chosen by the incorporators. Said trustees shall be divided into two classes,

the first class consisting of seven trustees, and the second class consisting of eight trustees.

The trustees of the first class shall be elected and shall hold office until the annual meeting in the month of June, 1922, and the trustees of the second class until the annual meeting in the month of June, 1923, and at each annual election the successors to the class of trustees whose term shall expire in that year shall be elected to hold office for the term of two years, so that the term of office of one class of trustees shall expire each year.

Upon application to the trustees, any person contributing the sum of twenty-five dollars (\$25.00) or more annually to the Foundation, and any persons included in any of the following officially recognized groups of workers for the blind and the partially blind in North America and the territories and dependencies of the United States shall be entitled to membership in the Foundation, to-wit:

(1.) Members of Boards of Trustees, and superintendents, principals and teachers of residential schools for the blind and the partially blind.

(2.) Supervisors and teachers of classes for the blind and the partially blind in schools for the seeing.

(3.) Librarians and others officially engaged in libraries for the blind and departments for the blind in libraries for the seeing.

(4.) Technical heads of embossing plants and departments, and the Secretary of the Commission on Uniform Type for the Blind.

(5.) Officers and agents of organizations engaged in work for prevention of blindness or conservation of vision.

(6.) Members and executive officers of State Commissions and members of Boards of Directors and executive officers of associations doing state-wide work for the blind, and state and federal officials administering laws providing for the training, education and placement of the blind.

(7.) Members of Boards of Directors and superintendents of workshops and industrial homes for the blind.

(8.) Members of Boards of Directors and executive officers of associations and

clubs doing city-wide or special work for the blind.

(9.) Placement agents, field officers, heads of departments, home teachers and social workers who are in the employ of recognized organizations for the blind.

(10.) Heads of institutions and agencies doing charitable work for the blind and the partially blind, including agents for dispensing special relief.

Every member shall at any annual or special meeting of the Corporation be entitled to one vote, either in person or by proxy, for the election of trustees or upon any other matter which may come before the meeting.

The trustees shall have power to make and to alter or amend the By-Laws and to authorize and cause to be executed bonds, notes and other evidences of indebtedness without limit and to authorize and to cause to be executed mortgages, deeds of trust and other liens, without limit, upon the property, personal and or real, and other assets of the Corporation.

The By-Laws may designate an Executive Committee who, to the extent provided in the By-Laws of said Corporation, shall have and exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation.

The members and trustees shall have power to hold their meetings and keep the books, documents, papers, records and equipment of the Corporation outside the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolutions of the trustees or members.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Delaware and all rights and powers conferred on its officers, trustees and members herein are granted subject to this reservation.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or

inference from terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph, and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

We, the undersigned, being each of the original incorporators, for the purpose of forming a corporation, and in pursuance of an Act of the Legislature of the State of Delaware, entitled, "AN ACT PROVIDING A GENERAL CORPORATION LAW" (approved March 10th, 1899), and the Acts amendatory thereof and supplemental thereto, do make and file this Certificate and declare that the facts herein stated are true, and we have hereunto set our respective hands and seals this twenty-first day of July, A. D., 1921. (Signed)

H. RANDOLPH LATIMER, [Seal.]
CHAS. F. F. CAMPBELL, [Seal.]
JAMES H. PRESTON, [Seal.]

Witness:

J. LEROY HOPKINS.

STATE OF MARYLAND }
CITY OF BALTIMORE } to-wit:

Be It Remembered, That on this twenty-first day of July, 1921, personally appeared before me, the subscriber, a notary public of the State and city aforesaid, H. Randolph Latimer, James H. Preston and Charles F. F. Campbell, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I, having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their several, voluntary act and deed and that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

J. LEROY HOPKINS,
Notary Public.

A set of proposed By-Laws for the management of the Foundation was then presented to the meeting. On motion duly made, seconded and carried the meeting proceeded to consider the By-Laws, article by article, after which, on motion duly made and seconded each of the Articles of the

By-Laws was adopted and the By-Laws as a whole were adopted as the By-Laws of the Foundation, the same being of record on Page 13, etc., of this minute book.

On motion duly made, seconded and carried, it was

RESOLVED, That until further action of the Board of Directors, the Corporation Service Company be and it is hereby appointed the representative of this Foundation in the State of Delaware, to maintain an office of the Foundation in said State, to have an agent in charge thereof, to exhibit this Foundation's sign on said office as required by law, and to keep in said office such lists and copies of records as the Statutes of the State of Delaware may require to be kept in said State; and the secretary was ordered to send a copy of the foregoing resolution to be certified by him to said Corporation Service Company.

The Chairman then announced that it would be in order to proceed to the election of a Board of fifteen (15) Directors of the Foundation to be known as Trustees and to hold office as provided by the Foundation's By-Laws.

The chairman further announced that the Foundation's Charter and By-Laws provided for two classes of Trustees representing various phases of work for the blind, and of others interested in this work; the first class to consist of seven trustees to hold office until the meeting in the month of June, 1922, and the second class to consist of eight trustees to hold office until the meeting in the month of June, 1923.

The following persons were then duly nominated as trustees of the first class, to hold office until the meeting of members in June, 1922, to-wit:

Olin H. Burritt, Philadelphia, Pa.
Randall J. Condon, Cincinnati, Ohio
Arthur E. Bostwick, St. Louis, Mo.
J. Robert Atkinson, Los Angeles, Calif.
William Fellows Morgan, New York City.
Felix Warburg, New York City.
Mrs. Emmons Blaine, Chicago, Ill.

And the following persons were then duly nominated as trustees of the second class, to hold office until the meeting of members in June, 1923, to-wit:

M. C. Migel, New York City.

Miss Prudence Sherwin, Willoughby, O.
Herbert H. White, Hartford, Conn.
Mrs. Mabel Knowles Gage, Worcester,
Mass.

James C. Jones, St. Louis, Mo.
Charles W. Lindsay, Montreal, Canada.
W Howard Hamilton, Baltimore, Md.
George W. Brown, Boston, Mass.

Ballots were then prepared and cast, and the following persons were duly and un-
animously elected Trustees of the Founda-
tion, to-wit:

Of the First Class—Olin H. Burritt,
Randall J. Condon, Arthur E. Bostwick,
J. Robt. Atkinson, William Fellows Mor-
gan, Felix Warburg, Mrs. Emmons Blaine.

Of the Second Class—M. C. Migel, Miss
Prudence Sherwin, Herbert H. White, Mrs.
Mabel Knowles Gage, James C. Jones,
Charles W. Lindsay, W. Howard Hamilton,
George W. Brown.

The chairman thereupon announced that the above mentioned persons had been duly elected Trustees of the Foundation of the class and for the term for which they had been nominated.

The meeting then authorized H. Randolph Latimer to notify the trustees of their election and to call an organization meet-
ing of trustees at such time and place as may suit the convenience of a majority of the trustees.

There being no further business before the meeting, the same, on motion duly made and seconded thereupon adjourned.

(Signed) C. B. OUTTEN,
Secretary of the Meeting.

BY-LAWS

OF
AMERICAN FOUNDATION FOR
THE BLIND, INC.

ARTICLE I.

NAME

The title of this Corporation is: AMERI-
CAN FOUNDATION FOR THE BLIND, INC.

ARTICLE II.

DELAWARE OFFICE

The principal office of this Corporation in the State of Delaware shall be in the

City of Wilmington, and it shall be there represented by the Corporation Service Company.

ARTICLE III.

SEAL

The corporate seal of the Foundation shall have inscribed thereon the full name of the Corporation, and the month and year of its incorporation.

ARTICLE IV.

MEETINGS OF MEMBERS

(a.) The members of the Foundation shall hold an annual meeting in the month of June in each and every year, preferably in connection with the biennial conventions of the American Association of Workers for the Blind and the American Association of Instructors of the Blind, which organizations hold their biennial conventions in alternate years. All such annual meetings shall be held at such place and time as shall be designated in the notice thereof, which shall be mailed to each member of the Foundation by the secretary, at least thirty days prior to such annual meeting. Upon the request of ten trustees, the annual meeting may be held in some place other than that in which the biennial convention of the American Association of Instructors of the Blind or the American Association of Workers for the Blind is being held.

At the election of trustees and in considering any other matter or question at the annual or any special meeting of members, a reasonable time shall be given the members present to vote thereon.

Twenty-five members of the Foundation shall constitute a quorum for the election of trustees or for the transaction of any other business at the annual or any special meeting of the Foundation.

(b.) Every member of the Foundation shall, at any annual or special meeting of the Corporation be entitled to one vote for the election of trustees or in voting on any other question and said vote may be either in person or by proxy.

(c.) Special meetings of the members may be held anywhere in the United States at such place and time as shall be selected by at least eight trustees. Notice of any such special meeting shall be mailed by the

secretary to each member of the Foundation at least thirty days prior to any such special meeting and such notice shall state the place and time of such meeting and shall briefly state the objects proposed to be transacted thereat.

(d.) The order of business at any annual or special meeting of the members, unless otherwise prescribed by the trustees, shall be as follows:

1. Roll call.
2. Reading of minutes of last meeting of members.
3. Reports of officers and committees.
4. Nominations for trustees.
5. Election of trustees.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE V.

BOARD OF TRUSTEES

(a.) The property and business of the Foundation shall be managed by a Board of fifteen Directors who shall be known as Trustees, representing various phases of work for the blind, and of those interested in such work.

The first fifteen trustees who shall hold office for the period hereinafter expressed, shall be elected by the Incorporators of the Foundation.

The trustees shall be divided into two classes, the first class consisting of seven trustees and the second class consisting of eight trustees. The trustees of the first class shall be elected and shall hold office until the annual meeting in the month of June, 1922, and the trustees of the second class, until the annual meeting in the month of June, 1923, and at each annual election the successors to the class of trustees whose term shall expire in that year, shall be elected by the members to hold office for the term of two years, so that the term of office of one class of trustees shall expire every year.

(b.) Nominations of five trustees of the first class and their successors shall be made, respectively, by a majority of the members constituting the following groups who shall attend annual meetings, to-wit:

(1.) Members of Boards of Trustees, and superintendents, principals and teachers of

residential schools for the blind and the partially blind.

(2.) Supervisors and teachers of classes for the blind and the partially blind in schools for the seeing.

(3.) Librarians and others officially engaged in libraries for the blind and departments for the blind in libraries for the seeing.

(4.) Technical heads of embossing plants and departments, and the Secretary of the Commission on Uniform Type for the Blind.

(5.) Officers and agents or organizations engaged in work for prevention of blindness or conservation of vision.

Nominations for the remaining two trustees of the first class shall be made by the American Association of Instructors of the Blind at its regular biennial convention.

Nominations for five trustees of the second class, and their successors shall be made, respectively, by a majority of the members constituting the following groups who shall attend annual meetings, to-wit:

(1.) Members and executive officers of State Commissions and members of Board of Directors and executive officers of associations doing state-wide work for the blind, and state and federal officials administering laws providing for the training, education and placement of the blind.

(2.) Members of Boards of Directors and superintendents of workshops and industrial homes for the blind.

(3.) Members of Boards of Directors and executive officers of associations and clubs doing city-wide or special work for the blind.

(4.) Placement agents, field officers, heads of departments, home teachers and social workers who are in the employ of recognized organizations for the blind.

(5.) Heads of institutions and agencies doing charitable work for the blind and the partially blind, including agents for dispensing special relief.

Nominations for the remaining three trustees of the second class shall be made by the American Association of Workers for the Blind at its regular biennial convention.

The two trustees which shall be nomi-

nated by the American Association of Instructors of the Blind and the three trustees which shall be nominated by the American Association of Workers for the Blind shall be persons of prominence interested in, but not actively engaged in work for the blind and the partially blind.

In the event of a failure to nominate trustees of any class, such nominations shall be made by a majority vote of the members of the Foundation present in person or voting by proxy at the annual meeting of the Foundation then in session.

The Board of Trustees shall determine to which of the ten respective groups of workers for the blind and the partially blind above referred to, any member may belong and no member shall be included in more than one group; they shall publish membership lists in the month of January of each year or as soon thereafter as conveniently possible but, in any event, at least one month prior to the annual meeting.

(c.) If the office of any trustee shall become vacant by reason of death, resignation or otherwise, the remaining trustees, though less than a quorum, may elect a successor or successors, who shall hold office for the unexpired term.

(d.) Regular meetings of the Board of Trustees of the Foundation shall be held in the months of April and October in each year on thirty days' written notice, at such place, either within or without the State of Delaware, and at such time as the President shall designate and the Board of Trustees shall meet within thirty days after each annual meeting of the Foundation for the purpose of organizing the board and electing officers.

Special meetings of the trustees may be called at any time on the written notice of the President or Vice-President or on the request of any eight trustees and may be held anywhere in the United States.

(e.) Notice of all special meetings of trustees shall be mailed by the Secretary to each trustee at least fifteen days prior to any such special meeting and the notice of special meetings shall briefly state the objects and purposes of said meeting, and no other business shall be transacted at such meeting.

(f.) At any meeting of the Board of Trustees a majority shall constitute a quorum for the transaction of any business coming before the meeting.

(g.) The Board of Trustees shall have power to elect all necessary officers and committees, employ agents, and assistants, and require any officer or agent to give bond for the faithful discharge of his duties, to fix the compensation of any such agents and assistants and to prescribe their duties, to dismiss any employee and generally to exercise full control over all the affairs of the Foundation, and the trustees shall serve without compensation, but their necessary traveling expenses incurred in attending any regular or special meeting shall be paid out of the funds of the Corporation.

Any trustee may be removed from office and thereupon cease to be a member of the Board of Trustees upon the three-fourths vote of the trustees present and voting at any meeting.

(h.) The Board of Trustees may delegate to any committee such powers as to the Trustees may seem wise and the Board of Trustees in addition to the powers and authority expressly conferred upon them by the Certificate of Incorporation and by these By-Laws may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the law, the Certificate of Incorporation and these By-Laws.

(i.) The Board of Trustees shall have full and exclusive control over the investment of all funds for the Foundation and shall be the exclusive authority for making appropriations, gifts or donations to any institution, corporation, association or individual for the purpose of aiding and promoting the interests of the blind and the partially blind and no appropriations, gifts or donations or expenditures shall be made except with this object in view.

(j.) The order of business at meetings of the Board of Trustees shall be as established by the board.

ARTICLE VI.

AGENTS, EXPENDITURES AND REPORTS

(a.) The Board of Trustees shall engage a Director-General of the Foundation,

and shall, as soon as possible, establish separate co-ordinating and correlating bureaus of information, research, and education. The trustees shall further, upon the recommendation of the director-general, engage suitable heads of bureaus and the necessary assistants.

(b.) The director-general shall be the administrative agent of the Foundation and shall be vested with such power and perform such duties as the Board of Trustees shall designate.

(c.) The trustees shall authorize all disbursements in connection with the work of the Foundation.

(d.) The Board of Trustees shall make a full report of the receipts, expenditures and work of the Foundation at each annual meeting of the Foundation. The Executive Committee shall report regularly to the Board of Trustees, and regular monthly reports shall be made by the director-general to the trustees.

ARTICLE VII.

BUREAU OF INFORMATION AND PUBLICITY

(a.) The Bureau of Information shall assemble, systematize and disseminate all available data in any way relating to work for the blind and particularly:

(1.) Data relating to workshops, industrial homes, commissions, associations, and similar institutions and their respective objects, organizations, administrations, course of training or procedure and results.

(2.) Data relating to educational institutions, as private and state, residential and day for youth and adults; their aims, organizations, administrations, curricula and results.

(3.) Data relating to lines of employment, and vocations followed by individual blind and partially blind persons, and to seek out new opportunities for self-support.

(4.) Data relating to well established methods of instruction for emulation and also relating to methods found unsuccessful or ill-advised.

(5.) Data relating to legislation affecting the blind and the partially blind.

(6.) Data relating to all styles and varieties of embossed type, etc.

(7.) Data relating to any other department or classification of effort on behalf of the blind and the partially blind, including the deaf-blind.

(b.) This bureau shall either issue an ink print and an embossed magazine devoted to work for the blind and the partially blind or avail itself of the services of such periodicals already in existence, in which latter case this bureau is authorized to enter into appropriate agreements with the management of any such periodicals.

ARTICLE VIII.

BUREAU OF RESEARCH

(a.) The Bureau of Research shall ascertain, develop and standardize, by comparison, experimentation and otherwise, the best methods of instruction, kinds of apparatus and appliances, organizations, procedures, etc., for the various lines of work for the blind and the partially blind, and particularly:

(1.) The best curricula for a given type of school and the best methods of teaching the several branches thereof.

(2.) The best means of providing educational and other opportunities for the deaf-blind.

(3.) The best method of instructing adults, especially the newly blinded, and the effect of charitable or semi-charitable assistance upon the blind in general and in particular.

(4.) The best methods of embossing and printing and of increasing the number of the reading blind.

(5.) The best forms of organization and administration for commissions, associations, etc.

(6.) The best kind of legislation for minimizing the handicap of blindness without pauperizing the blind.

(7.) The best kinds of books and appliances for the use of the partially blind and the best methods of obtaining them.

(8.) To discover and open up new lines of employment to the blind and the partially blind.

(9.) By organizing and maintaining a minimum laboratory with necessary staff for testing out new lines of employment as cannot be tested out to greater advantage on the premises of the concern offering the

employment; and with facilities for instructing a prescribed number of adults in such vocations and in the necessary re-educational rudiments thereof as in the judgment of the trustees of the Foundation are not already adequately provided for in the course of instruction offered in any local organization.

ARTICLE IX.

BUREAU OF EDUCATION

(a.) The Bureau of Education shall improve every facility for preparing the blind and the partially blind for the greatest possible participation in the activities and enjoyments of life, and particularly:

(1.) By providing courses of preparatory instruction for present and prospective teachers and officers in the various departments of the work for the blind and the partially blind.

(2.) By co-operating with schools in the effort to make their curricula a more natural and logical preparation for the vocations open to the blind and the partially blind.

(3.) By providing scholarships and readers to a limited number of especially capable students to attend commercial, technical, under-graduate and professional schools, as their respective cases may require, such scholarships and readers to be awarded in general through existing organizations and in accordance with the rules and regulations which may be set up by the trustees of the Foundation.

(4.) By co-operating with schools, workshops and other local organizations in the installment or development of such departments of vocational instruction as their particular environment or present equipment may appear to justify.

(5.) By financing the work of the Commission on Uniform Type for the Blind and co-operating with embossing plants and libraries in their efforts to improve the quality and increase the quantity of embossed literature.

(6.) By assisting in the production of "clear-type" books and otherwise co-operating with societies for prevention of blindness and conservation of vision.

ARTICLE X.

CORRELATION OF BUREAUS

It shall be the duty of the three bureaus above mentioned and such other bureaus as may be established to co-operate with each other, to further the work of each and the purposes of the Foundation as far as possible, and in particular:

(a.) By an effort to secure better methods of census taking and of classifying the blind and the partially blind.

(b.) By suggesting definite lines of investigation looking towards increased individual efficiency on the part of the blind.

(c.) By so improving courses of instruction as the better to prepare the blind and their instructors to meet the constantly changing conditions.

(d.) By offering such facilities as may be called for and found possible to workshops, industrial homes, individuals carrying on industrial or commercial lines, etc., in respect to purchase and distribution of raw materials required by them, standardization of methods of manufacture and quality of production, the securing for and apportionment among them of orders for their products, and in general to act as a clearing house in respect to the business interests of those concerned.

(e.) By pursuing a campaign by methods of publicity, demonstration or otherwise, at their discretion, the purpose of which shall be to secure on the part of the public generally, a fuller realization of the possible utilization of the blind and the partially blind as competent members of the community, in industry, commerce, the professions and as burden-bearing citizens.

(f.) By attempting to secure recognition on the part of those by whom it would be helpful of the fact that much of the difficulty experienced by and in dealing with the blind and the partially blind is due to other handicaps than blindness itself, associated therewith, and to devise methods for coping with such handicaps.

ARTICLE XI.

THE EXECUTIVE OFFICERS

The Executive Officers of the Corporation shall be a President, a Vice-President, a Treasurer and a Secretary, chosen from

the members of the Board of Trustees. Such officers shall be elected at the first meeting of the Board of Trustees following the annual election and shall hold office for a period of one year and until their successors are elected and qualified; the Secretary and Treasurer may, if desirable, be the same person, and the Vice-President may hold the office of Vice-President and Treasurer or Vice-President and Secretary, should any such office become vacant by reason of death, resignation or otherwise, the Trustees shall promptly elect a successor or successors who shall hold office for the unexpired term.

ARTICLE XII.

THE PRESIDENT

The President shall exercise general supervision and administration over all the affairs of the Foundation. He shall, when present, preside at all meetings of the members and trustees and shall appoint all special or other committees, except the Executive Committee, unless otherwise required by the Board of Trustees. He shall sign all bonds and notes pertaining to the business and affairs of the Corporation and all contracts, deeds, liens and other instruments of a special nature. He shall be ex-officio a member of all committees of the Corporation.

ARTICLE XIII.

THE VICE-PRESIDENT

The Vice-President of the Corporation shall in the absence, inability or refusal to act of the President be vested with all the powers of the President and may be required to perform all his duties. He shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE XIV.

SECRETARY

(a.) The Secretary shall keep full minutes of all the meetings of the Corporation and of the Board of Trustees. He shall have charge of the seal of the Corporation and shall affix the same to such instruments as shall require it. He shall have charge of the books and records of the Board of Trustees and the Corporation and shall make reports to the trustees from time to time as required.

He shall issue or cause to be issued all calls for meetings of the members and trustees and shall notify all officers and trustees of their election.

(b.) In case of the election of an Assistant Secretary he shall have all the powers and may discharge all of the duties of the Secretary and shall perform such other duties as the Board of Trustees may determine.

ARTICLE XV.

THE TREASURER

The Treasurer shall be the custodian of all the funds and securities of the Corporation and shall keep full and accurate records and account in books provided for such purpose of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Corporation. He shall endorse for collection or deposit to the credit of the Corporation all bills, notes, checks and other negotiable instruments of the Corporation coming into his hands in such depositories or safe deposits as may be designated by the Board of Trustees. He shall countersign all bonds, notes and other evidences of indebtedness of the Corporation. He shall disburse the funds of the Corporation, taking proper vouchers and receipts for all such disbursements, and he shall give bond to the Corporation in such sum and with such corporate surety as shall be satisfactory to the Board of Trustees.

The Assistant Treasurer, in case one shall be appointed, shall have all the powers and may discharge all of the duties of the Treasurer and shall perform such other duties as the Board of Trustees may determine and he may be required to give bond for the faithful discharge of his duties in such amount and with such corporate surety as the Board of Trustees may determine.

ARTICLE XVI.

CHECKS

Checks for the withdrawal of the Corporation's funds from bank or other depository shall be signed by such officials as shall be authorized by resolution of the trustees.

ARTICLE XVII.

OFFICERS PRO TEM

In the absence of any officer the Board

of Trustees may assign his powers and duties to any other officer or officers or to any trustee, for the time being.

ARTICLE XVIII.

The Board of Trustees shall elect from among its own number at its first meeting following the annual election, an Executive Committee consisting of five members, one of whom shall be the President. Said Committee shall have and exercise, subject to the control of the Board of Trustees, all the powers of the trustees necessary for the administration and management of the Corporation's affairs. It may fill vacancies among the officers of the Corporation and employ agents, but any agent employed by the Committee may be removed by the Board of Trustees. The Executive Committee shall hold quarterly meetings on such day and at such time and place as the President shall designate on five days' written notice to the members thereof and may hold special meetings at any time or place designated by the President, but the members of said Committee shall be given at least seven days' notice of any such meeting. A majority of the Committee shall constitute a quorum for the transaction of any business.

ARTICLE XIX.

FISCAL YEAR

The fiscal year of the Corporation shall end on the thirty-first day of December in each and every year.

ARTICLE XX.

WAIVER OF NOTICE

Any member, officer or trustee may any time waive any notice required to be given under these By-Laws or under the laws of the State of Delaware.

ARTICLE XXI.

NOTICE

Whenever under the provision of the By-Laws or under the laws of the State of Delaware notice is required to be given to any trustee, officer or member it shall not be construed to be limited to personal notice but such notice may be given in writing by depositing the same in the postoffice or letter box in a postpaid, sealed envelope or wrapper addressed to such trustee, officer or member at his or her address, and the same appears in the business or records of the Corporation and the time when the same shall be mailed shall be deemed to be the time of the giving of such notice.

ARTICLE XXII.

ALTERATION AND AMENDMENTS

The Board of Trustees may by a majority of the entire board, alter, amend or repeal these By-Laws at any regular or special meeting, provided that notice of such proposed alteration, amendment or repeal has been given to each trustee at least fifteen days prior to said meeting; but any changes in the By-Laws or any new By-Laws adopted by the Board of Trustees shall be subject to change or repeal by the members of the Corporation at any annual or special meeting.

**Photomount
Pamphlet
Binder**

Gaylord Bros. Inc.

Makers

Syracuse, N. Y.

PAT. JAN 21, 1908

